

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS
EASTERN DIVISION**

In re:)
)
)
Protégé Software Services, Inc.) **Chapter 7**
Debtor.) **Case No. 14-14510-WCH**
)

TRUSTEE'S MOTION TO SELL ESTATE PROPERTY AT PRIVATE SALE
PURSUANT TO 11 U.S.C. §363(b) –
REGISTERED DOMAIN NAME

John O. Desmond, acting as trustee (“Trustee”) for the chapter 7 bankruptcy estate of Protégé Software Services, Inc., the debtor herein (“Debtor”), asks this Court to enter an order pursuant to 11 U.S.C. § 363(b), Fed. R. Bankr. P. 6004, and MLBR 6004-1, authorizing him to sell estate property at private sale, to wit, a registered domain name.

In support of this Motion, Trustee states the following:

Background

1. Debtor provided software consulting and other services to organizations using Oracle software. According to its website, “[i]ts solutions include[d] implementation/upgrades, application technology, strategy and planning, fusion middleware, and Oracle certified reseller.”
2. Debtor commenced a chapter 7 case with this Court on September 24, 2014 (“Petition Date”).
3. Among other property, Debtor commenced its chapter 7 case asserting ownership rights to a registered domain name, “www.protege.com” (the “Property”).
4. Trustee has received an offer from Kela Capital Inc., with a business address at 40 Linwood Street, PO Box 2503, Grand Cayman, BWI KY1-1104 KY (“Buyer”), to purchase the

estate's right, title, and interest in the Property for Ten Thousand Dollars (\$10,000.00).

Buyer has no known relationship to Trustee.

5. Cummings Properties, Inc. ("Cummings"), Debtor's former landlord, filed a UCC-3 Continuation on September 23, 2010, claiming a security interest in "[a]ll office and other equipment, furniture, inventory, and other property, whether existing or after acquired, of Debtor located at all premises leased by Secured Party to Debtor." Cummings did not file a proof of claim in the instant case. On information and belief, therefore, no money is owed to Cummings; further, on information and belief, no party asserts a lien or interest against the Property that Trustee proposes to sell herein.
6. Buyer is represented by a broker, Domain Holdings Group, Inc., with a business address at 777 East Atlantic Avenue, Suite 301, Delray Beach, FL 33483.

Terms and Conditions of Sale

7. Trustee has offered to sell the Property for Ten Thousand Dollars (\$10,000.00) at private sale, the consideration to be tendered to Trustee in advance and held in escrow pending further orders of this Court.
8. Trustee has offered to sell the Property pursuant to 11 U.S.C. § 363(b) as is, where is, with all faults (if any) and with no warranties. Trustee intends to sell the Property free and clear of liens.
9. Trustee shall neither incur nor pay a broker fee in connection with the sale of the Property.
10. Trustee shall neither incur nor pay a break-up fee.
11. Sale of the Property is subject to this Court's further orders.

General Provisions of Sale

12. Trustee proposes to consider higher and better written offers that include the terms and conditions set forth above, except that (i) the minimum offer for the Property shall be Ten Thousand Five Hundred Dollars (\$10,500.00) (“Minimum Bid”); and (ii) each offer shall be accompanied by a Minimum Bid deposit in good funds made payable to “John O. Desmond, Trustee” and tendered to his undersigned counsel.
13. A party submitting a higher offer must comply with the deadlines and other conditions set by the Court in the Notice accompanying this Motion.

Relief Sought and Reasons Therefor

14. Trustee seeks to sell the Property on the terms, conditions, and general provisions cited hereinabove.
15. Trustee asks the Court to approve the proposed Notice of Intended Private Sale of Estate Property, Deadline for Submitting Objections and Higher Offers, and Hearing Date (“Notice”), attached hereto as Exhibit A. In addition to Debtor, Debtor’s counsel, the United States Trustee’s Office, any counsel to a creditor in the case who has made his or her presence known, all attorneys who have filed appearances in this case, and Debtors’ creditors, Trustee proposes to serve the Notice on Buyer, its broker, federal and state taxing authorities, and to parties who have expressed interest to Trustee in acquiring the Property, if any, by first-class mail, postage prepaid.
16. Trustee asks the Court for authority to take such further actions as are necessary, appropriate or desirable to consummate the transaction provided for or contemplated by the instant Motion.

17. Finally, Trustee asks the Court, pursuant to Fed.R.Bankr.P. 6004(h), to endorse the attached order authorizing Trustee's Sale Motion effective upon entry. See Exhibit B

18. Aside from Buyer, Trustee has received no inquiries concerning the Property. Accordingly, Trustee believes Buyer's offer is fair and reasonable and in the estate's best interests. To assure that Buyer's offer is fair and reasonable, Trustee shall market the Property by placing the notice of the sale on the NABT website and others if appropriate.

WHEREFORE, Trustee respectfully prays that this Court:

1. Authorize Trustee to sell the Property to Buyer on the terms, conditions, and provisions set forth hereinabove, including a 5 percent minimum increase for higher bids;
2. Approve the form of Notice set out in Exhibit A;
3. Order that notice shall be sufficient if served in accordance with the instant Motion;
4. Authorize Trustee to take such further actions as are necessary, appropriate or desirable to consummate the transactions provided for or contemplated by the instant Motion;
5. Order that the order authorizing the instant Motion becomes effective upon entry; and
6. Grant such other and further relief as this Court deems just and proper.

Respectfully submitted,
John O. Desmond, as trustee,
By his attorneys,

Dated: July 01, 2015

/s/Jeffrey J. Cymrot
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Motion to Sell Domain Name (07-01-15)